

ARBITRON INC
Form 4
December 04, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSS KATHLEEN T

(Last) (First) (Middle)
142 WEST 57TH STREET
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARBITRON INC [ARB]

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Administrative Off

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/30/2006		M		5,004 A \$ 32.86	17,110	D
Common Stock	11/30/2006		S		5,004 D \$ 44.2478	12,106	D
Common Stock	11/30/2006		M		5,004 A \$ 32.86	17,110	D
Common Stock	11/30/2006		S		5,004 D \$ 44.2478	12,106	D
Common Stock	11/30/2006		M		2,086 A \$ 23.91	14,192	D

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Common Stock	11/30/2006	S	2,086	D	\$ 44.2478	12,106	D
Common Stock	11/30/2006	M	4,587	A	\$ 23.91	16,693	D
Common Stock	11/30/2006	S	4,587	D	\$ 44.2478	12,106	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 32.86	11/30/2006		M	5,004	10/21/1999 10/21/2008	Common Stock	5,004	
Non-Qualified Stock Option (right to buy)	\$ 32.86	11/30/2006		M	5,004	10/21/1999 10/21/2008	Common Stock	5,004	
Non-Qualified Stock Option (right to buy)	\$ 23.91	11/30/2006		M	2,086	10/20/2000 10/20/2009	Common Stock	2,086	
Non-Qualified Stock Option (right to buy)	\$ 23.91	11/30/2006		M	4,587	10/20/2000 10/20/2009	Common Stock	4,587	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROSS KATHLEEN T
142 WEST 57TH STREET
NEW YORK, NY 10019

EVP & Chief Administrative Off

Signatures

/s/ Timothy T. Smith Attorney in Fact for Kathleen T.
Ross

12/04/2006

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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